

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301

WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

September 25, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 23241-L FILED
SEP 25 '02 1:47 PM
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Statement of Renumbering and Substitution of Railcars, dated September 20, 2002 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment of Leases previously filed with the Board under Recordation Number 23241.

The name and address of the party to the enclosed document are:

[Assignor: Railcar Finance LLC
1201 Peachtree Street N.E.
400 Colony Square
Atlanta, GA 30361]

Assignee: Railcar Asset Financing Trust
1201 Peachtree Street N.E.
400 Colony Square
Atlanta, GA 30361

Mr. Vernon A. Williams
September 25, 2002
Page Two

A description of the railroad equipment covered by the enclosed document is:

Exhibit A: 23 railcars whose reporting marks are being changed

Exhibit B: no substitutions

Exhibit C: one casualty RCPX 171099

A short summary of the document to appear in the index follows:

Statement of Renumbering and Substitution of Railcars

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

(404) 352-6799
Fax (404) 352-6798

Mr. Vernon A Williams
Secretary
Surface Transportation Board
Washington, D. C. 20423

RECORDATION NO. 23241-L FILED

SEP 25 '02 1:47 PM

Dear Mr. Williams:

- 1) the reporting marks and road numbers of certain railcars have been changed as set forth on Exhibit A attached; and
- 2) certain railcars have been removed from the transactions and have been replaced as set forth on Exhibit B attached; and
- 3) certain railcars have been destroyed as set forth on Exhibit C attached.

Very truly yours,

Douglas J. Crouse

On this 20th day of September 2002, before me personally appeared Douglas J. Crouse, to me personally known, who, being by me duly sworn, says that he is an Agent of Railcar Ltd. and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of foregoing instrument was the free act and deed of the corporation.



[Signature]
NOTARY PUBLIC

Car Mark Changes For STB Filing-Jul./Aug. 2002

Exhibit "A"

New Mark	New Unit No.	Old Mark	Old Unit No.	
FEC	005022	GNRR	005022	(July)
FEC	005076	GNRR	005076	(July)
FEC	005120	GNRR	005120	(July)
FEC	005217	GNRR	005217	(July)
FEC	005251	GNRR	005251	(July)
FEC	005579	GNRR	005579	(July)
FEC	005641	GNRR	005641	(July)
FEC	005649	GNRR	005649	(July)
RMGX	171120	RCPX	171120	(July)
RMGX	171251	RCPX	171251	(July)
RMGX	173020	RCPX	173020	(July)
RMGX	173179	RCPX	173179	(July)
RMGX	173215	RCPX	173215	(July)
RMGX	173373	RCPX	173373	(July)
RMGX	173858	RCPX	173858	(July)
RMGX	002143	TM	002143	(July)
RMGX	002144	TM	002144	(July)
RMGX	002145	TM	002145	(July)
RMGX	002146	TM	002146	(July)
FEC	006052	NOPB	006052	(August)
RMGX	173371	RCPX	173371	(August)
RMGX	173698	RCPX	173698	(August)
SLGG	009062	RMGX	009062	(August)

Car Substitutions For STB Filing-Jul./Aug. 2002

Exhibit "B"

CARS IN

CARS OUT

Mark Unit No.

Mark Unit No.

NONE

NONE

Car Casualties For STB Filing-Jul./Aug. 2002

Exhibit "C"

Car Mark	Car Unit No.
-----------------	---------------------

RCPX	171099
------	--------